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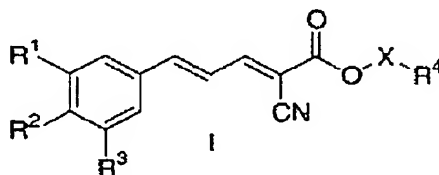
AUG 12 2008

I. Amendments to the Claims

This listing of claims replaces without prejudice all prior versions, and listings, of claims in the present application.

Listing of Claims:

1. (Previously Amended) A compound of Formula I, or a salt thereof:



wherein

R¹, R² and R³ are each independently selected from H, OH, C₁₋₆alkyl, C₁₋₆alkoxy, NH₂, NH-C₁₋₆alkyl, N(C₁₋₆alkyl)(C₁₋₆alkyl), SH, S-C₁₋₆alkyl, NO₂, CF₃, OCF₃ and halo;

R⁴ is unsubstituted Ar, or Ar substituted with 1-4 substituents, independently selected from C₁₋₆alkyl, C₁₋₆alkoxy and halo;

X is selected from (CH₂CH₂O)_n and (CH₂)_n, and

n = 1-4.

2. (Original) The compound according to claim 1, wherein

R¹, R² and R³ are each independently selected from H, OH, C₁₋₄alkyl, C₁₋₄alkoxy, NH₂, NH-C₁₋₄alkyl, N(C₁₋₄alkyl)(C₁₋₄alkyl), NO₂, CF₃, OCF₃ and halo;

R⁴ is C₁₋₆alkyl,

X is $(\text{CH}_2\text{CH}_2\text{O})_n$, and

n = 1-4.

3. (Previously Amended) The compound according to claim 1, wherein R^1 , R^2 and R^3 are each independently selected from H, OH, C_{1-4} alkyl, C_{1-4} alkoxy, NH_2 , NH-C_{1-4} alkyl, $\text{N}(\text{C}_{1-4}\text{alkyl})(\text{C}_{1-4}\text{alkyl})$, NO_2 , CF_3 , OCF_3 and halo.
4. (Original) The compound according to claim 3, wherein R^1 , R^2 and R^3 are each independently selected from H, OH, OCH_3 , NH_2 , $\text{N}(\text{CH}_3)_2$ and NO_2 .
5. (Original) The compound according to claim 4, wherein R^1 , R^2 and R^3 are each independently selected from H, OH, and OCH_3 .
6. (Original) The compound according to claim 1, wherein R^4 is unsubstituted Ar.
7. (Original) The compound according to claim 6, wherein R^4 is phenyl.
8. (Original) The compound according to claim 2, wherein R^4 is methyl or ethyl.
9. (Original) The compound according to claim 8, wherein R^4 is methyl.
10. (Original) The compound according to claim 9, wherein n is 2-3.
11. (Original) The compound according to claim 10, wherein n is 3.

12. (Original) A compound selected from:

2-Cyano-5-(4-hydroxy-3,5-dimethoxyphenyl)-penta-2E,4E-dienoic acid benzyl ester (CRIX-38)

2-Cyano-5-(3,4-dihydroxyphenyl)-penta-2E,4E-dienoic acid benzyl ester (CRIX-39)

2-Cyano-5-(3,4-dihydroxyphenyl)-penta-2E,4E-dienoic acid 2-[2-(2-methoxyethoxy)ethoxy]
ethyl ester (CRIV-42)

2-Cyano-5-(4-hydroxy-3,5-dimethoxyphenyl)-penta-2E,4E-dienoic acid 2-[2-(2-
methoxyethoxy)ethoxy]ethyl ester (CRIV-46); and

2-Cyano-5-(4-hydroxy-3-methoxyphenyl)-penta-2E,4E-dienoic acid benzyl ester (CRIX-79).

13. (Original) A composition comprising a compound according to any one of claims 1 to 12
in admixture with a pharmaceutically acceptable diluent or carrier.

14. (Canceled).

15. (Canceled).

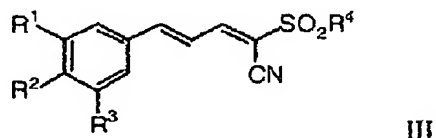
16. (Canceled).

17. (Original) A method of modulating cell proliferation comprising administering an
effective amount of a compound according to any of claims 1-12, and/or a composition according
to claim 13, to a cell or animal in need thereof.

18. (Original) The method according to claim 17, for inhibiting cell proliferation.

19. (Original) The method according to claim 18 wherein the cell is a malignant hematopoietic cell.

20. (Withdrawn) A compound of Formula III, and/or a salt, solvate, or hydrate thereof:



wherein

R^1 , R^2 and R^3 are each independently selected from H, OH, C_{1-6} alkyl, C_{1-6} alkoxy, NH_2 , $NH-C_{1-6}$ alkyl, $N(C_{1-6}alkyl)(C_{1-6}alkyl)$, SH, $S-C_{1-6}alkyl$, NO_2 , CF_3 , OCF_3 and halo; and

R^4 is selected from C_{1-6} alkyl, phenyl and pyridyl, wherein phenyl and pyridyl are unsubstituted or substituted with 1-4 substituents, independently selected from C_{1-6} alkyl, C_{1-6} alkoxy and halo, with the provisos that when R^1 and R^3 are both H and R^4 is unsubstituted phenyl, R^2 is not H, Cl, or OCH_3 ; when R^1 and R^2 are both H and R^4 is unsubstituted phenyl, R^3 is not NO_2 ; and when R^1 and R^3 are both H and R^4 is CH_3 , R^2 is not $N(CH_3)_2$.

21. (Withdrawn) The compound according to claim 1, wherein R^1 , R^2 and R^3 are each independently selected from H, OH, C_{1-4} alkyl, C_{1-4} alkoxy, NH_2 , $NH-C_{1-4}alkyl$, $N(C_{1-4}alkyl)(C_{1-4}alkyl)$, NO_2 , CF_3 , OCF_3 and halo.

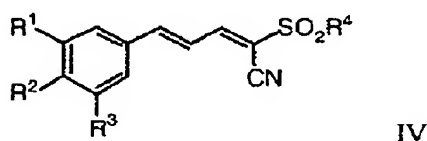
22. (Withdrawn) The compound according to claim 21, R^1 , R^2 and R^3 are each independently selected from H, OH, OCH_3 , NH_2 , $N(CH_3)_2$ and NO_2 .

23. (Withdrawn) The compound according to claim 20, wherein R^4 is selected from C_{1-4} alkyl, phenyl and pyridyl.
24. (Withdrawn) The compound according to claim 23, wherein R^4 is selected from CH_3 and phenyl.
25. (Withdrawn) The compound according to claim 24, wherein R^4 is unsubstituted phenyl.
26. (Withdrawn) The compound according to claim 20, wherein phenyl and pyridyl are unsubstituted or substituted with 1-3 substituents, independently selected from C_{1-4} alkyl, C_{1-4} alkoxy and halo.
27. (Withdrawn) The compound according to claim 24, wherein phenyl is unsubstituted or substituted with 1-2 substituents, independently selected from C_{1-4} alkyl, C_{1-4} alkoxy and halo.
28. (Withdrawn) The compound according to claim 20, wherein at least one of R^1 , R^2 and R^3 is OH while R^4 is selected from unsubstituted phenyl and phenyl substituted with 1-4 substituents, independently selected from C_{1-6} alkyl, C_{1-6} alkoxy and halo.
29. (Withdrawn) A compound selected from:
- 2-Benzenesulfonyl-5-(3,4-dihydroxyphenyl)-penta-2E,4E-dienenitrile (CRVIII-33),
- 2-Benzenesulfonyl-5-(4-hydroxy-3,5-dimethoxyphenyl)-penta-2E,4E-dienenitrile (CRVIII-34),
- 2-Benzenesulfonyl-5-(4-nitrophenyl)-penta-2E,4E-dienenitrile (CRVIII-35),
- 5-(3,4-Dihydroxyphenyl)-2-(pyridine-2-sulfonyl)-penta-2E,4E-dienenitrile (CRVIII-50),

2-(4-Chlorobenzenesulfonyl)-5-(3,4-dihydroxyphenyl)-penta-2E,4E-dienitrile (CRVIII-51),
5-(3,4-Dihydroxyphenyl)-2-(toluene-4-sulfonyl)-penta-2E,4E-dienitrile (CRVIII-52), and
5-(3,4-Dihydroxyphenyl)-2-methanesulfonyl-penta-2E,4E-dienitrile (CRVIII-53).

30. (Withdrawn) A composition comprising a compound according to any one of claims 20 to 29 in admixture with a pharmaceutically acceptable diluent or carrier.

31. (Withdrawn) A composition comprising, in admixture with a pharmaceutically acceptable diluent or carrier, a compound of Formula IV, and/or a salt, solvate or hydrate thereof:



wherein

R¹, R² and R³ are each independently selected from H, OH, C₁₋₆alkyl, C₁₋₆alkoxy, NH₂, NH-C₁₋₆alkyl, N(C₁₋₆alkyl)(C₁₋₆alkyl), SH, S-C₁₋₆alkyl, NO₂, CF₃, OCF₃ and halo; and

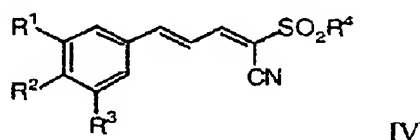
R⁴ is selected from C₁₋₆alkyl, phenyl and pyridyl, wherein phenyl and pyridyl are unsubstituted or substituted with 1-4 substituents, independently selected from C₁₋₆alkyl, C₁₋₆alkoxy and halo.

32. (Canceled).

33. (Canceled).

34. (Canceled).

35. (Withdrawn) A method of modulating cell proliferation comprising administering to a cell or animal in need thereof an effective amount of a composition according to any of claims 30 and 31, and/or a compound capable of modulating cell proliferation of Formula IV, and/or a salt, solvate or hydrate thereof:



wherein

R^1 , R^2 and R^3 are each independently selected from H, OH, C_{1-6} alkyl, C_{1-6} alkoxy, NH_2 , $NH-C_{1-6}$ alkyl, $N(C_{1-6}alkyl)(C_{1-6}alkyl)$, SH, $S-C_{1-6}alkyl$, NO_2 , CF_3 , OCF_3 and halo; and R^4 is selected from C_{1-6} alkyl, phenyl and pyridyl, wherein phenyl and pyridyl are unsubstituted or substituted with 1-4 substituents, independently selected from C_{1-6} alkyl, C_{1-6} alkoxy and halo.

36. (Withdrawn) The method according to claim 35, for inhibiting cell proliferation.
37. (Withdrawn) The method according to claim 36, wherein the cell is a malignant hematopoietic cell.
38. (Previously Presented) The compound according to claim 1 in substantially anhydrous form.

39. (Previously Presented) The compound according to claim 1 in crystalline form.